

**Before the  
FEDERAL COMMUNICATIONS COMMISSION  
Washington, D.C. 20554**

In the Matter of	)	
	)	
Peerless Network Holdings, Inc., <i>Transferor</i>	)	WC Docket No. 21-XX
	)	
Peerless Network, Inc., <i>Licensee</i>	)	
	)	
and OpenMarket Inc., <i>Transferee</i>	)	
	)	
Joint Application for Consent to Transfer	)	
Control of International and Domestic Authority	)	
Pursuant to Section 214 of the	)	
Communications Act of 1934, as Amended	)	ITC-T/C-2021-XX

**JOINT APPLICATION FOR CONSENT TO TRANSFER CONTROL OF DOMESTIC  
AND INTERNATIONAL AUTHORITY PURSUANT TO SECTION 214 OF THE  
COMMUNICATIONS ACT OF 1934, AS AMENDED**

Pursuant to Section 214 of the Communications Act of 1934, as amended (“the Act”), 47 U.S.C. § 214, and Sections 63.04 and 63.24 of the Commission’s rules, 47 C.F.R. §§ 63.04 and 63.24, Peerless Network Holdings, Inc. (“Transferor” or “Peerless Holdings”), Peerless Network, Inc. (“Licensee” or “PNI”), and OpenMarket Inc. (“Transferee” or “OpenMarket”), hereby request Commission consent to the transfer of control of domestic and international Section 214 authority held by PNI from the shareholders of Peerless Holdings to OpenMarket (“Proposed Transaction”).<sup>1</sup> This Joint Application is being filed simultaneously with the Wireline Competition Bureau and the International Bureau.

**I. DESCRIPTION OF THE APPLICANTS**

**A. Transferor and Licensee**

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<sup>1</sup> Transferor, Licensee, and Transferee are collectively referred to as the “Applicants” herein.

Licensee, together with its subsidiaries, is a competitive local exchange carrier (“CLEC”) in 49 states and the District of Columbia that provides interconnection services for carriers and noncarriers for all types of traffic via innovative end office, tandem, and advanced routing services. In this regard, Licensee provides service pursuant to its domestic and international Section 214 authority.<sup>2</sup> Licensee, a Delaware corporation, is a direct wholly owned subsidiary of Transferor, Peerless Holdings, a Delaware corporation. No one shareholder or affiliated group of shareholders has *de jure* or *de facto* control of Peerless Holdings.

**B. Transferee**

OpenMarket, a Michigan corporation, provides business communications and messaging services to mobile operators, messaging apps, banks, social networks, tech companies, and aggregators in the United States. OpenMarket leverages the global cloud communications platform of its parent company, Infobip Limited (“Infobip”), which is incorporated and headquartered in the United Kingdom. Infobip, as of the date of submission of this Joint Application, has more than 3,100 employees and more than 70 offices in over 50 countries, with revenues of approximately \$1,164 million.

Infobip offers platforms for global cloud communications and customer engagement to enable businesses to build connected customer experiences through a single interface that is scalable and easy to use. This in-house-developed, full-stack offering provides businesses with one seamless Application Programming Interface or web-based interface connection to their

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<sup>2</sup> PNI is authorized to operate as a global or limited global facilities-based and resale carrier. *See* File No. ITC-214-200080304-00146. Consistent with 47 C.F.R. § 63.21(h), Airus, Inc., and WaveNation, LLC, subsidiaries of PNI, operate pursuant to PNI’s international Section 214 authorization.

customers through a broad range of messaging channels, including SMS, RCS, voice, video, email and other chat applications.

Infobip's mobile operators portfolio combines network monitoring and filtering solutions with sales, consultancy and support services to increase revenue generated in the Application to Person (A2P) SMS messaging. The Infobip Communications Platform as a Service (CPaaS) business solutions model enables mobile network operators to create new revenue streams, accelerate time to market, and build new enterprise relations.

The company serves and partners with leading mobile operators, messaging apps, banks, social networks, tech companies, and aggregators. Key clients include internet companies and mobile apps makers, banks and financial services providers, developers, mobile network operators, technology companies, and other corporate customers.

## **II. DESCRIPTION OF THE TRANSACTION AND PUBLIC INTEREST SHOWING - ANSWER TO QUESTION 13**

On October 29, 2021, Peerless Holdings and OpenMarket entered into an Agreement and Plan of Merger pursuant to which OpenMarket will acquire Peerless Holdings. The acquisition will occur through a merger of a special purpose subsidiary of OpenMarket with and into Peerless Holdings, with Peerless Holdings as the surviving entity. As a result of this merger, Peerless Holdings will be a wholly owned direct subsidiary of OpenMarket, and PNI will be indirectly wholly owned by OpenMarket.

Pursuant to Section 214 of the Act, the Commission will approve a proposed transfer of control of an authorization if it concludes that, after balancing the potential benefits and harms,

doing so would serve the public interest, convenience, and necessity.<sup>3</sup> The Proposed Transaction easily satisfies this legal standard.

OpenMarket and its owners are managerially, technically, and financially well-qualified to complete the Proposed Transaction and assume indirect ownership and control of Licensee. OpenMarket and its owners are experienced managers and operators of communications service providers in the U.S. and globally, as demonstrated by the description above regarding the market and financial position of Infobip. The Proposed Transaction will strengthen the financial position of PNI by providing access to capital from new funding sources enabling accelerated investment in the company's network and the deployment of expanded services to customers. As a result, PNI would be better able to meet the needs of its customers, and to compete for new customers. Thus, the infusion of new capital would drive growth that can strengthen the company and enhance competition in the marketplace. In addition, the Proposed Transaction would allow the combined company to increase and improve the products and services available to the client bases of both PNI and OpenMarket. In particular, the Proposed Transaction would combine PNI's voice-service infrastructure and extensive expertise in the U.S. telecommunications industry with Infobip's global distribution channels and core expertise in messaging platforms and other IP-based communication channels, facilitating greater efficiency and the introduction of new offerings.

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<sup>3</sup> See, e.g., *Applications Filed by Frontier Communications Corporation and Verizon Communications Inc. for the Partial Assignment or Transfer of Control of Certain Assets in California, Florida, and Texas*, Memorandum Opinion and Order, 30 FCC Rcd 9812, 9815 ¶¶ 8, 9 (WCB 2016) (explaining that the Commission's public interest evaluation employs a balancing test to weigh potential harms of a transaction with a "preference to protect and promote competition in relevant markets, accelerate private-sector deployment of advanced services, ensure a diversity of license holdings, and generally manage spectrum in the public interest.").

Moreover, because the proposed change in ownership will occur at the holding company level and will not affect any of the operations or the legal entity of the Licensee, the Proposed Transaction will be entirely seamless to consumers. PNI will continue to provide high-quality communications services to customers without interruption, and OpenMarket has no plans to discontinue any existing services or to terminate agreements currently in place with PNI's customers.

Further, while the Proposed Transaction will maintain and enhance PNI's capabilities, it will not cause any diminution in competition. In particular, the Proposed Transaction will not eliminate any telecommunications service provider. Moreover, neither OpenMarket nor its owners provide any competing telecommunications service or hold an attributable interest in any domestic provider of telecommunications services. Therefore, the Proposed Transaction does not pose any threat of anticompetitive effects in connection with any telecommunications service. To the contrary, by enabling PNI to continue delivering its high-quality services and to enhance competition with other providers, the Proposed Transaction will be pro-competitive.

Finally, the Proposed Transaction will supplement PNI's existing management team with the managerial capabilities and resources of OpenMarket and Infobip. This infusion of additional expertise will help steer the company toward a long-term growth strategy for its core business.

For these reasons, the Proposed Transaction will serve the public interest by preserving and enhancing PNI's strengths without posing any threat of anticompetitive effects or other public interest harm, as well as being entirely transparent to consumers. Accordingly, the Commission should grant the Proposed Transaction.

**III. INFORMATION REQUIRED FOR FILING AN APPLICATION FOR TRANSFER OF CONTROL OF DOMESTIC AND INTERNATIONAL SECTION 214 AUTHORIZATIONS**

Pursuant to Section 63.24(e)(2) of the Commission's Rules,<sup>4</sup> the Applicants submit the following information requested in Section 63.18 (a)-(d) and (h)-(p) in support of this Joint Application:

**A. Name, Address, Telephone Number, and Jurisdiction and Formation of Applications, 47 C.F.R. § 63.18(a)-(b)**

*Transferor* Peerless Network Holdings, Inc., a Delaware corporation  
whose primary address is:  
222 S. Riverside Plaza, Suite 1900  
Chicago, IL 60606  
(312) 506-0920  
FRN: 0026392944

*Licensee* Peerless Network, Inc., a Delaware corporation  
whose primary address is:  
222 S. Riverside Plaza, Suite 1900  
Chicago, IL 60606  
(312) 506-0920  
FRN: 0017253535

*Transferee* OpenMarket Inc., a Michigan corporation  
whose primary address is:  
300 Elliott Avenue W  
Seattle, WA 98119  
(877) 785-5210  
FRN: 0031575566

**B. Contact Information for Applicants and Section 214 Authority Held by Each, 47 C.F.R. § 63.18(c)-(d)**

*Transferor and Licensee Contact Information:*

Julie Oost  
Vice President, Regulatory Affairs  
222 S. Riverside Plaza, Suite 1900  
Chicago, IL 60606  
(312) 878-4137

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<sup>4</sup> 47 C.F.R. § 63.24(e)(2).

[regulatory@peerlessnetwork.com](mailto:regulatory@peerlessnetwork.com)

With a copy to:

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Washington, DC 20004  
(202) 799-4216  
[Nancy.Victory@dlapiper.com](mailto:Nancy.Victory@dlapiper.com)

*Transferor International Section 214 Authority:*

Transferor is Peerless Network Holdings, Inc., a Delaware corporation. Transferor wholly owns Licensee but does not itself hold any international Section 214 authorizations. Licensee holds ITC-214-200080304-00146.

*Transferee Contact Information:*

Tomislav Pifar  
c/o Infobip d.o.o.  
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[Elizabeth.Park@lw.com](mailto:Elizabeth.Park@lw.com)

*Transferee International Section 214 Authority:*

Transferee is OpenMarket Inc., a Michigan corporation. Transferee does not hold any Section 214 authorizations.

**C. Name, Address, Citizenship and Principal Business of Disclosable Interest Holders, 47 C.F.R. § 63.18(h) – Answer to Question 11**

The following entities or individuals hold directly or indirectly a ten percent or greater equity and/or voting interest, or a controlling interest, in the Transferee:

**Direct Ownership:**

**Name:** OpenMarket Holdings LLC  
**Address:** 300 Elliott Avenue W  
Seattle, WA 98119  
**Citizenship:** Delaware  
**Principal Business:** Holding Company  
**Percentage Held:** 100% equity / 100% voting

**Indirect Ownership:**

**Name:** Infobip Limited  
**Address:** 5th Floor, 35-38 New Bridge Street  
London, United Kingdom  
EC4V 6BW  
**Citizenship:** England and Wales  
**Principal Business:** Communications and Messaging Services  
**Percentage Held:** 100% equity / 100% voting

**Name:** Infobip Holdings Limited  
**Address:** 5th Floor, 35-38 New Bridge Street  
London, United Kingdom  
EC4V 6BW  
**Citizenship:** Cayman Islands  
**Principal Business:** Holding Company  
**Percentage Held:** 100% equity / 100% voting

**Name:** Silvio Kutić  
**Address:** Istarska 157  
Vodnjan, Croatia  
**Citizenship:** Croatian and Italian

**Percentage Held:** 49.66% equity (in Infobip Holdings Limited)/ 16.67% voting (as Member of Board and Chief Executive Officer)<sup>5</sup>

**Name:** Roberto Kutić  
**Address:** Istarska 157  
Vodnjan, Croatia  
**Citizenship:** Croatian and Italian  
**Percentage Held:** 12.52% equity (in Infobip Holdings Limited)/ 16.67% voting (as Member of the Board and Chief Operations Officer)

**Name:** Izabel Jelenić  
**Address:** Istarska 157  
Vodnjan, Croatia  
**Citizenship:** Croatian  
**Percentage Held:** 21.28% equity (in Infobip Holdings Limited)/ 16.67% voting (as Member of the Board and Chief Technical Officer)

**Name:** Mario Baburić  
**Address:** 35-38 New Bridge Street, 5th Floor  
London, United Kingdom  
EC4V 6BW  
**Citizenship:** Croatian  
**Percentage Held:** 0% equity / 16.67% voting (as Member of the Board and Chief Financial Officer)

**Name:** Ante Kušurin  
**Address:** 510 Madison Avenue, 19<sup>th</sup> Floor  
New York, NY 10022  
**Citizenship:** Croatian  
**Percentage Held:** 0% equity / 16.67% voting (as Member of the Board)

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<sup>5</sup> Infobip Holdings Limited is managed by its board of directors, which currently has six members. The voting interests reported here reflect representation on the board. Silvio Kutić has the right to appoint and maintain in office the majority of the directors on the Board, and One Equity Partners (“OEP”), as lead investor, has the right to nominate two directors.

**Name:** Paul Carl Schorr IV  
**Address:** 510 Madison Avenue, 19<sup>th</sup> Floor  
New York, NY 10022  
**Citizenship:** United States  
**Percentage Held:** 0% equity / 16.67% voting (as Member of the Board)

**Name:** OEP IB MidCo L.P.  
**Address:** 510 Madison Avenue, 19<sup>th</sup> Floor  
New York, NY 10022  
**Citizenship:** Cayman Islands  
**Principal Business:** Holding Company  
**Percentage Held:** 15.55% equity (in Infobip Holdings Limited)/ 33.33%  
voting (as Investor appointing 2 of 6 board seats)

**Name:** OEP IB Midco GP, Ltd.  
**Address:** 510 Madison Ave, FL 19  
New York, NY 10022  
**Citizenship:** Cayman Islands  
**Principal Business:** General Partner  
**Percentage Held:** 0% equity / 33.33% voting (as General Partner of OEP IB  
MidCo L.P.)

**Name:** OEP IB HoldingCo, L.P.  
**Address:** 510 Madison Ave, FL 19  
New York, NY 10022  
**Citizenship:** Cayman Islands  
**Principal Business:** Holding Company  
**Percentage Held:** 15.55% equity / 33.33% voting (through 100% equity  
interest in OEP IB Midco L.P. and 100% ownership of  
OEP IB Midco GP, Ltd.)

**Name:** OEP IB HoldingCo GP, Ltd.  
**Address:** 510 Madison Ave, FL 19  
New York, NY 10022  
**Citizenship:** Cayman Islands  
**Principal Business:** Holding Company  
**Percentage Held:** 0% equity / 33.33% voting (as General Partner of OET IB  
HoldingCo LP)

**Name:** OEP VII General Partner L.P.  
**Address:** 510 Madison Ave, FL 19  
New York, NY 10022  
**Citizenship:** Cayman Islands  
**Principal Business:** General Partner  
**Percentage Held:** 0% equity / 33.33% voting (as General Partner of OEP IB HoldingCo GP, Ltd. and the fund entities that directly own 100% equity of OEP IB HoldingCo, L.P.)

**Name:** OEP VII GP, L.L.C.  
**Address:** 510 Madison Ave, FL 19  
New York, NY 10022  
**Citizenship:** Cayman Islands  
**Principal Business:** General Partner  
**Percentage Held:** 0% equity / 33.33% voting (as General Partner of OEP VII General Partner, L.P.)

**Name:** Richard Cashin  
**Address:** 510 Madison Ave, FL 19  
New York, NY 10022  
**Citizenship:** United States  
**Percentage Held:** 0% equity / 33.33% voting (as 50% owner of OEP VII General Partner, L.L.C.)

**Name:** David Han  
**Address:** 510 Madison Ave, FL 19  
New York, NY 10022  
**Citizenship:** United States  
**Percentage Held:** 0% equity / 33.33% voting (as 50% owner of OEP VII General Partner, L.L.C.)

No other person or entity, directly or indirectly, will control or own a ten percent (10%) or greater interest in the Licensee upon closing of the Transaction.

**D. Interlocking Directorates with Foreign Carriers, 47 C.F.R. § 63.18(h) – Answer to Question 12**

As discussed in more detail below in response to Question 14, OpenMarket is affiliated with entities that are authorized to provide communications services in a number of other countries, some of which may cover telecommunications services. Silvio Kutić, who is

OpenMarket’s President and a director, and Infobip’s Chief Executive Officer and a member of Infobip’s board, is also a director of Infobip’s affiliate, Infobip s.r.l. (Italy). Roberto Kutić, who is Infobip’s Chief Operations Officer and a member of Infobip’s board, is also a director of the following Infobip affiliates that are authorized as a communications provider:

<b>Country</b>	<b>Company</b>
Kenya	Compatel Kenya Limited
Nigeria	Compatel Nigeria Limited
Nigeria	Infobip Nigeria Limited
Slovakia	Infobip s.r.o
Tanzania	Infobip Tanzania Limited
Croatia	Tele Focus d.o.o.
Sweden	Infobip Limited

No other person who currently serves on the board or as an officer of OpenMarket or Infobip also serves as an officer or director of a foreign carrier.

**E. Narrative Description of Transaction and Public Interest Statement – Answer to Question 13**

A description of the transaction and public interest statement are provided in Section II, *supra*.

**F. Foreign Carriers, 47 C.F.R. § 63.18(i) – Answer to Question 14**

OpenMarket certifies that it is not a foreign carrier. OpenMarket is affiliated with the entities below, which are authorized to provide communications services, which could include international telecommunications, in the country identified. OpenMarket’s affiliates provide predominantly SMS and other IP-based services that would not be considered by the

Commission to be telecommunications services.<sup>6</sup> However, all such entities have been included here out of an abundance of caution.

<b>Country</b>	<b>Authorized Entity</b>
<b>Albania</b>	Compatel Shpk
<b>Australia</b>	Compatel Limited
<b>Austria</b>	Compatel Limited
<b>Chile</b>	Compatel Chile Limitada
<b>Colombia</b>	Compatel Colombia S.A.S.
<b>Czech Republic</b>	Compatel s.r.o.
<b>Denmark</b>	Compatel Limited
<b>Finland</b>	Compatel Limited
<b>France</b>	Compatel Limited
<b>Greece</b>	Compatel Limited
<b>Ireland</b>	Compatel Limited
<b>Italy</b>	Compatel Limited
<b>Kenya</b>	Compatel Kenya Limited
<b>Latvia</b>	Compatel Limited
<b>Lithuania</b>	Compatel Limited
<b>Mexico</b>	Compatel SA de CV
<b>Nigeria</b>	Compatel Nigeria Limited
<b>Poland</b>	Compatel Limited
<b>Portugal</b>	Compatel Limited
<b>Romania</b>	Compatel Communications RO s.r.l.
<b>Slovenia</b>	Compatel Limited
<b>South Africa</b>	Compatel Africa Pty
<b>Spain</b>	Compatel Limited
<b>Sweden</b>	Compatel Limited
<b>Switzerland</b>	Compatel Limited
<b>Turkey</b>	Compatel Telekomünikasyon Hizmetleri Ticaret Limited Şirketi
<b>UK</b>	Compatel Limited
<b>Ukraine</b>	Compatel Ukraine LLC
<b>Austria</b>	Infobip GmbH
<b>Bosnia and Herzegovina</b>	Infobip BH d.o.o.
<b>Colombia</b>	Infobip Colombia S.A.S.
<b>Croatia</b>	Infobip d.o.o.
<b>Czech Republic</b>	Infobip s.r.o.
<b>Democratic Republic of Congo</b>	Infobip RDC SARL

<sup>6</sup> Certain Infobip affiliates identified may not currently be providing any services, but have been included because they still hold an active authorization or registration in the country identified.

<b>Country</b>	<b>Authorized Entity</b>
<b>Ecuador</b>	Infobiptelecom S.A.
<b>Egypt</b>	Infobip egypt LLC
<b>Finland</b>	Infobip Limited
<b>Ghana</b>	Infobip Ghana Limited
<b>Greece</b>	Infobip Limited
<b>India</b>	Infobip India Private Limited
<b>Indonesia</b>	PT. Infobip Technology Indonesia
<b>Italy</b>	Infobip Limited
<b>Italy</b>	Infobip s.r.l.
<b>Ivory Coast</b>	Infobip Cote D'Ivoire
<b>Kenya</b>	Infobip Kenya Limited
<b>Kyrgyzstan</b>	Infobip LLC
<b>Latvia</b>	Infobip Limited
<b>Malaysia</b>	Infobip Asia Pacific Sdn
<b>Morocco</b>	Infobip s.a.r.l.
<b>Nigeria</b>	Infobip Nigeria Limited
<b>Paraguay</b>	Infobip Paraguay S.A.
<b>Peru</b>	Infobip Peru s.a.c.
<b>Poland</b>	Infobip LAB sp.z o.o.
<b>Russian Federation</b>	Infobip LLC
<b>Serbia</b>	Infobip Serbia d.o.o.
<b>Singapore</b>	Infobip Mobile Services pte. Ltd.
<b>Slovak Republic</b>	Infobip s.r.o.
<b>South Africa</b>	Infobip Africa (Pty) Ltd
<b>South Korea</b>	Infobip LLC
<b>Spain</b>	Infobip Limited
<b>Sweden</b>	Infobip Limited
<b>Tanzania</b>	Infobip Tanzania Limited
<b>Thailand</b>	Infobip Company Limited
<b>Uganda</b>	Infobip Uganda Limited
<b>Uzbekistan</b>	Infobip CIS MChJ
<b>Vietnam</b>	Infobip Company Limited
<b>Croatia</b>	Tele Focus d.o.o.

**G. Destination Countries and Foreign Carrier Affiliates, 47 C.F.R. § 63.18(j) – Answer to Question 15**

OpenMarket, as Transferee, certifies that it does not seek to provide international telecommunications services to any destination country where: (i) Transferee is a foreign carrier; (ii) any entity that owns more than 25 percent of Transferee, or that controls Transferee,

controls a foreign carrier in that country, except to the extent any of the entities identified in Section III(F) above is a foreign carrier; or (iii) two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate, more than 25 percent of Transferee and are parties to, or the beneficiaries of, a contractual relation affecting the provision or marketing of international basic telecommunications services in the United States.

Upon the completion of the Proposed Transaction, OpenMarket and Peerless will be affiliated with the foreign carriers identified in Section III(F) above.

**H. WTO Status of Destination Countries, 47 C.F.R. § 63.18(k) – Answer to Question 18**

Each of the countries listed in Section III(F) above is a Member of the World Trade Organization (“WTO”) except for Bosnia and Herzegovina, Serbia, and Uzbekistan. The OpenMarket affiliates listed in the chart in Section III(F) operating in those countries are not included on the Commission’s List of Foreign Telecommunications Carriers that are Presumed to Possess Market Power in Foreign Telecommunications Markets, released on January 26, 2007.<sup>7</sup> To the extent these OpenMarket affiliates offer telecommunications services, such services are offered in competition with dominant foreign carriers and other service providers. Each of the entities identified in in the chart in Section III(F) lacks a 50 percent market share in the international transport and local access markets on the foreign end of the route. Accordingly, these OpenMarket affiliates lack sufficient market power on the foreign end of the international route to affect competition adversely in the U.S. market.

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<sup>7</sup> See *The International Bureau Revises and Reissues the Commission’s List of Foreign Telecommunications Carriers that Are Presumed to Possess Market Power in Foreign Telecommunications Markets*, Public Notice, DA 07-233 (rel. Jan. 26, 2007).

**I. Classification of Foreign Carrier Affiliates as Dominant or Non-Dominant, 47 C.F.R. §§ 63.18(m), 63.10 – Answer to Question 16**

Pursuant to Section 63.10(a)(3) of the Commission’s rules, the Applicants request non-dominant status for Peerless and its subsidiaries on all routes between the United States and each of the countries listed in Section III(F) above. As demonstrated above, to the extent the entities listed above are foreign carriers, none are dominant providers in their respective countries of operation, and each lacks a 50 percent market share in the international transport and local access markets on the foreign end of the route.

**J. Certification of Agreement Not to Accept Special Concessions, 47 C.F.R. § 63.18(n)**

Applicants certify that they have not agreed to accept special concessions directly or indirectly from a foreign carrier with respect to any U.S. international route where the foreign carrier possesses sufficient market power on the foreign end of the route to affect competition adversely in the U.S. market and will not enter into any such agreements in the future.

**K. Certification Pursuant to Anti-Drug Abuse Act of 1988, 47 C.F.R. § 63.18(o)**

Applicants certify that no party to the Joint Application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862, because of a conviction for possession or distribution of a controlled substance.

**L. Streamlined Processing, 47 C.F.R. § 63.18(p)**

The Applicants are not seeking streamlined processing.

**IV. ADDITIONAL INFORMATION REQUIRED FOR FILING AN APPLICATION FOR TRANSFER OF CONTROL OF DOMESTIC SECTION 214 AUTHORITY**

In support of this Joint Application, the Applicants respectfully submit the following information pursuant to Section 63.04 of the Commission’s rules:

**A. Description of the Transaction, 47 C.F.R. § 63.04(a)(6)**

A description of the Proposed Transaction is provided in Section II, *supra*.

**B. Description of the geographic areas in which the Transferor and Transferee (and their affiliates) offer domestic telecommunications service, and what service are provided in each area, 47 C.F.R. § 63.04(a)(7)**

Transferor does not provide telecommunications service. Licensee is a wholly owned subsidiary of Transferor, and through its subsidiaries, is a CLEC in 49 states and the District of Columbia that provides interconnection services. Transferee does not offer domestic telecommunications services, and no owner of a 10 percent or greater interest in Transferee has any interest of 10 percent or greater in a domestic telecommunications service provider.

**C. Statement as to how the Joint Application fits into one or more of the presumptive streamlined categories in Section 63.03 of the Commission's Rules or why it is otherwise appropriate for streamlined treatment, 47 C.F.R. § 63.04(a)(8)**

The Applicants are not seeking streamlined processing.

**D. Identification of all other Commission applications related to the same transaction, 47 C.F.R. § 63.04(a)(9)**

There are no separate applications related to the Proposed Transaction being filed with the Commission.

**E. Statement of whether the Applicants are requesting special consideration because either party to the transaction is facing imminent business failure, 47 C.F.R. § 63.04 (a)(10)**

The Applicants are not requesting special consideration based on any imminent business failure.

**F. Identification of any separately filed waiver requests being sought in conjunction with the transaction, 47 C.F.R. § 63.04 (a)(11)**

No separately filed waiver requests are being sought in conjunction with the Proposed Transaction.

**G. Statement showing how grant of the Joint Application will serve the public interest, convenience and necessity, including any additional information that may be necessary to show the effect of the proposed transaction on competition in domestic markets, 47 C.F.R. § 63.04 (a)(12)**

A public interest showing is provided in Section II, *supra*.

**V. CONCLUSION**

For the foregoing reasons, the Applicants respectfully submit that the public interest, convenience, and necessity would be furthered by a grant of this Joint Application.

/s/ Nancy J. Victory

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November 5, 2021

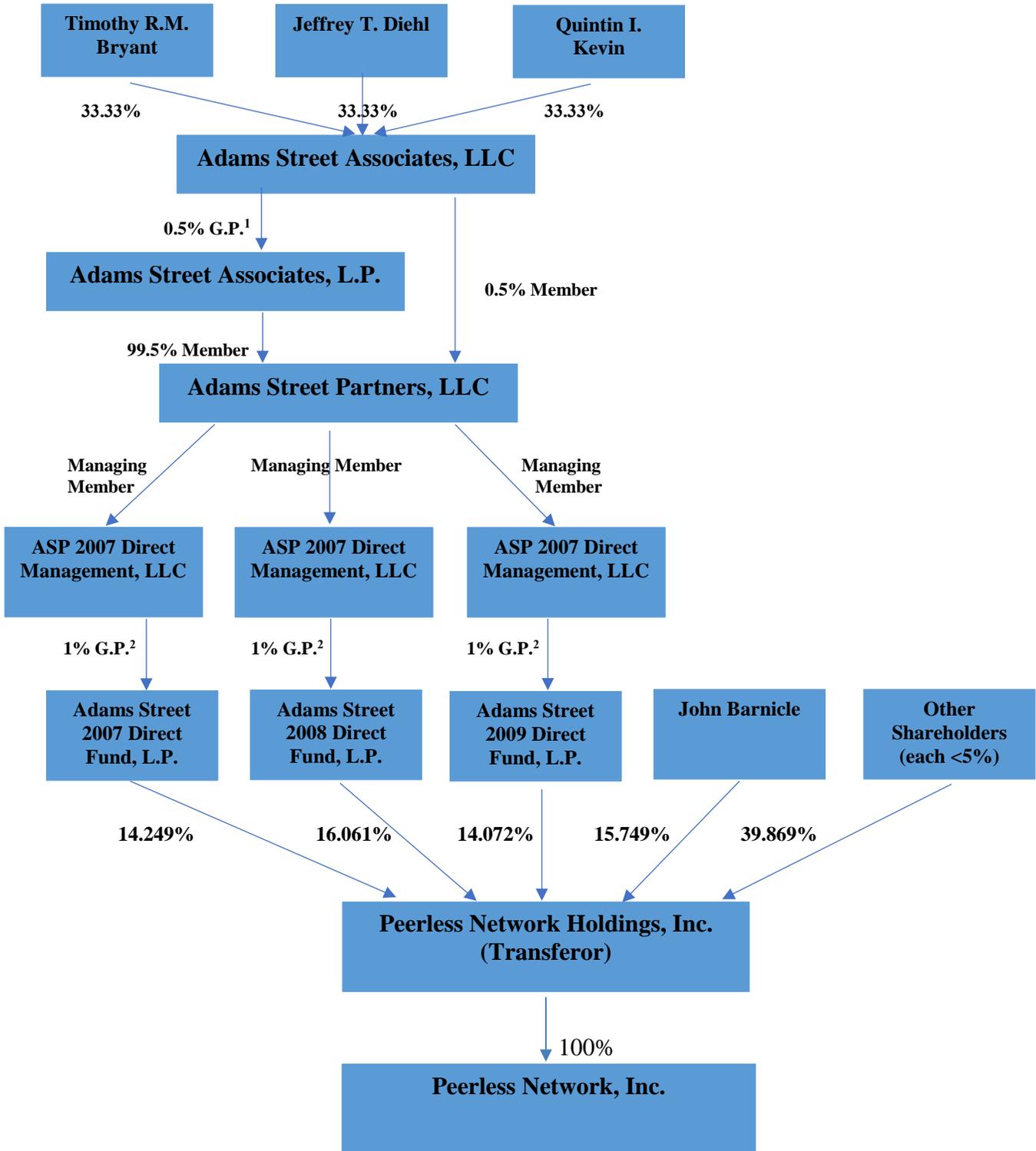
## **EXHIBIT A**

### **INTERNATIONAL SECTION 214 AUTHORIZATIONS BEING TRANSFERRED**

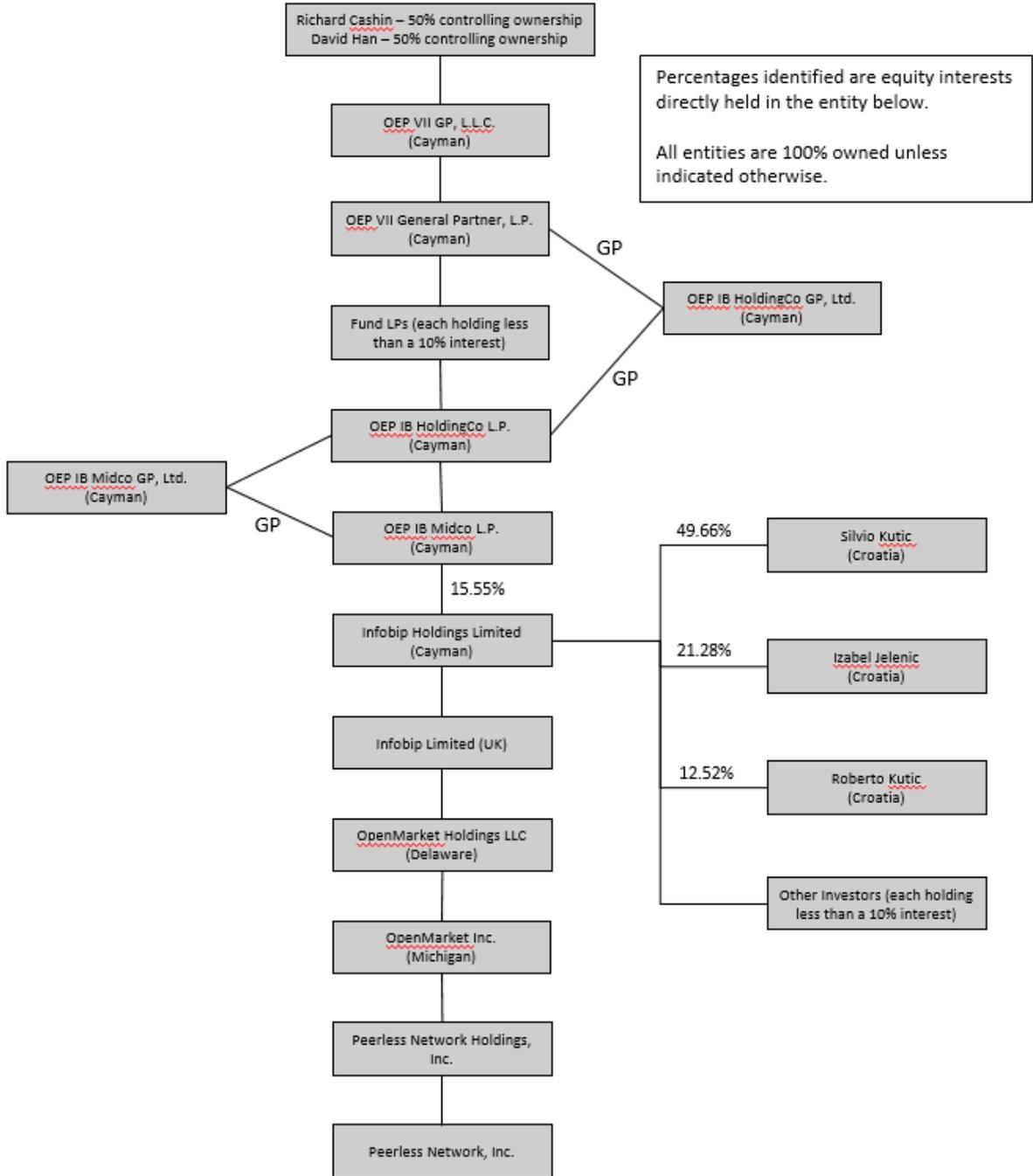
Peerless Network, Inc., holds the following international Section 214 authorization, control of which will be transferred as a result of this transaction:

- [ITC-214-20080304-00146](#) – Authority to operate as a global or limited global facilities-based and resale carrier.

**EXHIBIT B  
Pre-Transaction Ownership**



## EXHIBIT C Post-Transaction Ownership



**EXHIBIT D**  
**Subsidiaries of Peerless Network Inc.**  
**That Provide U.S. Domestic Telecommunications Services**

<b>Subsidiary</b>	<b>Region of Operation</b>
Airus, Inc.	AL, AZ, CA, CO, CT, DE, DC, GA, HI, ID, IL, IN, IA, KS, KY, LA, ME, MD, MA, MI, MN, MS, MO, MT, NE, NV, NH, NJ, NM, NC, ND, OH, OK, OR, PA, RI, SC, SD, TN, TX, UT, VT, WA, WV, WI, WY
Airus of Arkansas, Inc.	Arkansas
Airus of Florida, Inc.	Florida
Airus of New York, Inc.	New York
Airus of Virginia, Inc.	Virginia
Peerless Network of Alabama, LLC	Alabama
Peerless Network of Arizona, LLC	Arizona
Peerless Network of Arkansas, LLC	Arkansas
Peerless Network of California, LLC	California
Peerless Network of Colorado, LLC	Colorado
Peerless Network of Connecticut, LLC	Connecticut
Peerless Network of Delaware, LLC	Delaware
Peerless Network of the District of Columbia, LLC	District of Columbia
Peerless Network of Florida, LLC	Florida
Peerless Network of Georgia, LLC	Georgia
Peerless Network of Idaho, LLC	Idaho
Peerless Network of Illinois, LLC	Illinois
Peerless Network of Indiana, LLC	Indiana

<b>Subsidiary</b>	<b>Region of Operation</b>
Peerless Network of Kansas, LLC	Kansas
Peerless Network of Kentucky, LLC	Kentucky
Peerless Network of Louisiana, LLC	Louisiana
Peerless Network of Maine, LLC	Maine
Peerless Network of Maryland, LLC	Maryland
Peerless Network of Massachusetts, LLC	Massachusetts
Peerless Network of Michigan, LLC	Michigan
Peerless Network of Minnesota, LLC	Minnesota
Peerless Network of Mississippi, LLC	Mississippi
Peerless Network of Missouri, LLC	Missouri
Peerless Network of Montana, LLC	Montana
Peerless Network of Nebraska, LLC	Nebraska
Peerless Network of Nevada, LLC	Nevada
Peerless Network of New Hampshire, LLC	New Hampshire
Peerless Network of New Jersey, LLC	New Jersey
Peerless Network of New Mexico, LLC	New Mexico
Peerless Network of New York, LLC	New York
Peerless Network of North Carolina, LLC	North Carolina
Peerless Network of North Dakota, LLC	North Dakota
Peerless Network of Ohio, LLC	Ohio
Peerless Network of Oklahoma, LLC	Oklahoma

<b>Subsidiary</b>	<b>Region of Operation</b>
Peerless Network of Oregon, LLC	Oregon
Peerless Network of Pennsylvania, LLC	Pennsylvania
Peerless Network of Rhode Island, LLC	Rhode Island
Peerless Network of South Carolina, LLC	South Carolina
Peerless Network of South Dakota, LLC	South Dakota
Peerless Network of Tennessee, LLC	Tennessee
Peerless Network of Texas, LLC	Texas
Peerless Network of Utah, LLC	Utah
Peerless Network of Vermont, LLC	Vermont
Peerless Network of Virginia, LLC	Virginia
Peerless Network of Washington, LLC	Washington
Peerless Network of West Virginia, LLC	West Virginia
Peerless Network of Wisconsin, LLC	Wisconsin
Peerless Network of Wyoming, LLC	Wyoming

**VERIFICATION**

I, Silvio Kutić, state that I am Chief Executive Officer of OpenMarket Inc.; that I am authorized to make this Verification on behalf of OpenMarket Inc.; that the foregoing filing was prepared under my direction and supervision; and that the contents thereof and the certifications contained therein regarding OpenMarket Inc. are true and correct to the best of my knowledge, information, and belief.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 5th day of November, 2021.

DocuSigned by:  
*Silvio Kutić*  
D41A86505D5F454... 11/5/2021

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Name: Silvio Kutić  
Title: Chief Executive Officer  
OpenMarket Inc.

**VERIFICATION**

I, John Barnicle, state that I am President and Chief Executive Officer of Peerless Network Holdings, Inc.; that the foregoing filing was prepared under my direction and supervision; and that the contents thereof and the certifications contained therein regarding Peerless Network Holdings, Inc. are true and correct to the best of my knowledge, information, and belief.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 5<sup>th</sup> day of November, 2021.

DocuSigned by:

*John Barnicle*

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Name: John Barnicle  
Title: President and Chief Executive Officer  
Peerless Network Holdings, Inc.